

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P33631 (3)

1. Corporation Name
BUSINESS TELECOM, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 4300 SIX FORKS ROAD SUITE 500 RALEIGH NC 27609 US	Mailing Address 4300 SIX FORKS ROAD SUITE 500 RALEIGH NC 27609 US
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3. Date Incorporated or Qualified 04/16/1991	
4. FEI Number 56-1426866	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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g. Name and Address of Current Registered Agent HIQ CORPORATE SERVICES, INC. 528 PARK AVE. SUITE 200 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOFTIN, PETER	1.2 NAME	
STREET ADDRESS	4300 SIX FORKS ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEWKIRK, MICHAEL	2.2 NAME	
STREET ADDRESS	4300 SIX FORKS ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COPELAND, ANTHONY	3.2 NAME	
STREET ADDRESS	4300 SIX FORKS ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBBINS, LARRY E	4.2 NAME	
STREET ADDRESS	4300 SIX FORKS RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Brian K. Branson
STREET ADDRESS		5.3 STREET ADDRESS	4300 Six Forks Road
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Raleigh, NC 27609
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

DIRECTOR OF FINANCE
[Signature]

CR2E034 (10/97)